

December 21, 2018

**VIA ECFS AND IBFS**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> St. SW  
Room TW-B204  
Washington, DC 20554

Re: *Supplement to Joint International and Domestic Section 214 Application to Transfer Control of Meriplex Telecom, LLC to Clairvest Group Inc. WC Docket No. 18-333, File No. ITC-T/C-20181105-00204*

Dear Ms. Dortch:

Clairvest Group Inc. (“Clairvest”) and Henley Investments, Ltd. (“Henley”) (collectively, “the Parties”), by their respective undersigned counsel, supplement the above-referenced November 5, 2018 applications (“Applications”) to transfer control of Meriplex Telecom, LLC (“Meriplex Telecom”) from Henley to Clairvest.

The purpose of this supplement is to provide minor updates to the proposed post-transaction ownership information previously supplied to the Commission in the Applications.

As noted below, two primary changes are reflected in this filing: (1) Mr. David Henley’s ownership interests in MCom (as defined below) are split between an investment vehicle and a trust, both controlled by him, rather than being directly held by him personally; and (2) Dusty Corning’s interests in MCom has been determined to be below the 10 percent reporting threshold (approximately 9.3 percent), and therefore information about him is being deleted.

Below the Parties update the answer to Question 11 in the Applications. Deleted information is indicated by strike-through and added information is underlined. As question 11 requests charts showing pre and post-transaction ownership, we are provided an amended post-transition chart reflecting the information contained in the updated Question 11 response.

**Updated Answer to Question 11**

Pursuant to Section 63.18(h) of the Commission’s rules, the following entities will directly or indirectly hold a ten percent or greater equity interest in Meriplex Telecom upon consummation of this transaction. Charts showing the pre- and post-transaction ownership of Meriplex Telecom also are attached.

Meriplex Communications, Ltd. (“MCom”), will hold 100 percent of the ownership interests of Meriplex Telecom. MCom is a Delaware

Marlene H. Dortch  
December 21, 2018  
Page 2

corporation located at 10111 Richmond Avenue, Suite 500, Houston, TX 77042. Its principal business is the provision of managed solutions.

Clairvest holds approximately ~~59.9~~ 60.3 percent of the ownership interests of MCom indirectly through three investment funds. CEP V Co-Investment Limited Partnership (“CEP Co-Invest”) holds directly approximately 18.1 percent of the ownership interests of MCom; Clairvest Equity Partners V Limited Partnership (“Clairvest Equity V”) holds directly approximately ~~35.2~~ 35.5 percent of the ownership interests of MCom; and Clairvest Equity Partners V-A Limited Partnership (“Clairvest Equity V-A”) holds directly approximately 6.7 percent of the ownership interests of MCom. Clairvest General Partner V Limited Partnership (“Clairvest GP V”) is a general partner of CEP Co-Invest, Clairvest Equity V, and Clairvest Equity V-A. Clairvest GP Manageco Inc. (“Clairvest Manageco”) also is a general partner of Clairvest Equity V and Clairvest Equity V-A, as well as manager of Clairvest Equity V-A. Clairvest GP (GPLP) Inc. (“Clairvest GPLP”) is the general partner of Clairvest GP V. Clairvest holds 100 percent of the ownership interests of Clairvest GPLP and Clairvest Manageco. Each of the preceding Clairvest entities is formed under the laws of Canada, and ~~its~~ the principal business of each is investment company. Kenneth B. Rotman and Gerald R. Heffernan each hold approximately 50.2 percent and 13.3 percent, respectively, of the ownership interests of Clairvest. Mr. Rotman and Mr. Heffernan are each Canadian citizens. The address for the Clairvest entities, Mr. Rotman, and Mr. Heffernan is 22 St. Clair Avenue East, Suite 1700, Toronto, ON M4T 2S3, Canada.

David Arthur Henley indirectly holds approximately ~~30~~ 29.3 percent of the ownership interests of MCom. Specifically, Henley Capital Investments Ltd. (“Henley Capital”) holds directly approximately 7.9 percent of the ownership interests of MCom. The principal business of Henley Capital is to make and hold investments for the Henley family, comprised of David Henley, his wife Leah, and their three minor children, all of whom are U.S. citizens. Henley Capital is a limited company organized under the laws of Texas, and is controlled by Mr. Henley. In addition, the David Arthur Henley Inheritance Trust (“Henley Trust”) holds directly approximately 21.4 percent of the ownership interests of MCom. The Henley Trust is a trust organized under the laws of Texas, and is controlled by Mr. Henley. The address of Henley Capital and the Henley Trust is 3014 E. Hickory Place Circle, Sugarland, TX 77479. Mr. Henley is a U.S. citizen, and his address is 10111 Richmond Avenue, Suite 500, Houston, TX 77042.

Marlene H. Dortch  
December 21, 2018  
Page 3

~~Dusty Corning directly holds approximately 10.1 percent of the ownership interests of MCom. Mr. Corning is a U.S. citizen, and his address is 10111 Richmond Avenue, Suite 500, Houston, TX 77042.~~

No other entity or individual will directly or indirectly hold a 10 percent or greater ownership interest in Meriplex Telecom post-closing.

A revised post-transaction ownership chart is also attached.

If you have any questions regarding this matter, please contact the undersigned.

Very truly yours,

/s/ Jennifer L. Kostyu

Timothy J. Cooney  
Jennifer L. Kostyu  
Wilkinson Barker Knauer, LLP  
1800 M Street, N.W., Suite 800N  
Washington, D.C. 20036  
Tel. 202-783-4141  
Fax 202-783-5851  
tcooney@wbklaw.com  
jkostyu@wbklaw.com

*Counsel to Clairvest Group Inc.*

/s/ Dana Frix

Dana Frix  
Frix Advisory Group, LLC  
6649 Sorret Street  
McLean, VA 22101  
Tel. 703-790-5801  
dana@frixadvisory.com

*Counsel to Henley Investments, Ltd. and  
Meriplex Telecom, LLC*

**Post-Closing Ownership**  
**(10% or greater owners identified)**

